

Exhibit 2

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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MAR 08 2006

SKADDEN, ARPS, SLATE,
MEAGHER & FLOM

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL

STATE OF)
COUNTY OF HAMILTON) ss:
)

Brian M. Babb, being duly sworn, deposes and says:

1. I am a partner of Keating Muething & Klekamp PLL ("KMK") which firm maintains offices at One East Fourth Street, Suite 1400, Cincinnati, Ohio 45202.

2. Neither I, "KMK", nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.

3. "KMK", has represented and advised the Debtors in Ohio with respect to a broad range of aspects of the Debtors' businesses.

4. The Debtors have requested, and "KMK" has agreed, to continue to represent and advise the Debtors pursuant to section 327(e) of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code"), with respect to such matters. Additionally, the Debtors have requested, and "KMK" proposes, to render the following services to the Debtors: legal representation regarding various environmental matters.

5. "KMK"'s current fees arrangement is the lower of 10% of standard billing rate or the blended rate of \$200 per hour, plus fees and expenses.

6. Except as set forth here in, no promises have been received by "KMK" or any partner, auditor or other member thereof as to compensation in connection with these chapter 11 cases other than that in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.

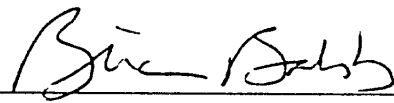
7. "KMK" has no agreement with any entity to share with such entity any compensation received by "KMK".

8. "KMK" and its partners, auditors, and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. "KMK" does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.

9. Neither I, "KMK", nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which "KMK" is to be engaged.

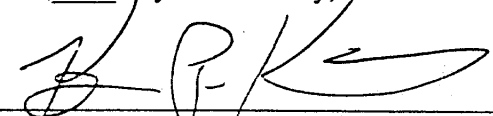
10. The foregoing constitutes the statement of "KMK" pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

FURTHER AFFIANT SAYETH NOT,



Brian M. Babb

Subscribed and sworn before me
this 2nd day of February, 2006



Notary Public



KENNETH P. KREIDER, Attorney at Law
NOTARY PUBLIC - STATE OF OHIO
My commission has no expiration
date, Section 147.03 O.R.C.

CERTIFICATE OF SERVICE

Brian M. Babb, partner of Keating Muething & Klekamp PLL ("KMK"), hereby certifies that on March 2, 2006, he served a copy of the Affidavit of Legal Ordinary Course Professional, upon the following interested parties via first class mail:

Delphi Corporation
Attention: General Counsel
5725 Delphi Drive
Troy, MI 48098

Latham & Watkins
Attention: Mark A. Broude, Esq.
885 Third Avenue
New York, NY 10022

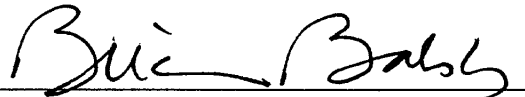
Skadden, Arps, Slate, Meagher & Flom
Attention: John W. Butler, Jr., Esq.
333 West Wacker Drive, Suite 2100
Chicago, IL 60606

Simpson Thacher & Bartlett LLP
Attention: Marissa Wesley, Esq.
425 Lexington Avenue
New York, NY 10017

United States Trustee
Attention: Alicia M. Leonhard, Esq.
33 Whitehall Street, Suite 2100
New York, NY 10044

Davis Polk & Wardwell
Attention: Marlane Melican, Esq.
450 Lexington Avenue
New York, NY 10017

Dated: March 2, 2006



Brian M. Babb
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